

Company number 08768111
Private company limited by shares

WRITTEN RESOLUTION

OF

REG TRANCHE 5 LIMITED (Company)

Circulated on *27 MARCH* 2014 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**)

SPECIAL RESOLUTION

- 1 That the Articles of Association of the Company be amended by the addition of the following as Articles 1 1 9 and 1 1 10
 - 1 1 9 **"Relevant Transfer"** means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power, and
 - 1 1 10 **"Secured Party"** means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person
- 2 That the Articles of Association of the Company be amended by the insertion of the following as Article 19
 - "19 Lien
 - 19 1 Notwithstanding anything contained in these articles, any lien on shares shall not apply in respect of any shares which have been charged by way of security to a Secured Party or which have been transferred pursuant to a Relevant Transfer "
- 3 That the Articles of Association of the Company be amended by the insertion of the following as Article 20
 - "20 The directors shall not decline to register, nor suspend the registration of any transfer of shares where such transfer is a Relevant Transfer, and the directors of the Company shall forthwith register any such Relevant Transfer upon receipt "



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

Pursuant to section 288 of the Companies Act 2006 we, the undersigned, being the sole eligible member (as defined by section 289 of the Companies Act 2006) of the Company entitled at the time the Resolution was circulated to vote on the Resolution, **HEREBY AGREE** to the Resolution being passed as a special resolution of the Company

Signature

Name

D. CROCKFORD

Director/~~Secretary~~

For and on behalf of REG Tranche 5 Holdings
Limited

Date

27 MARCH 2014

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to 2nd Floor, Edgeborough House, Upper Edgeborough Road, Guildford, Surrey, GU1 2BJ
 - **Post** returning the signed copy by post to for the attention of David Crockford, Finance Director, at the above address
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to davidcrockford@regpower.co.uk (with the original to follow by hand or by post)
- 2 If you do not agree to the Resolution, you do not need to do anything as you will not be deemed to agree if you fail to reply.
- 3 Your agreement is irrevocable which means that once you have indicated your agreement to the Resolution, you may not change your mind
- 4 Unless, by the date falling 28 days after the Circulation Date of the written resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document